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-and-

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Attorneys for Plaintiff

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

ST. LOUIS POLICE RETIREMENT SYSTEM,
On Behalf Of Itself and All Others Similarly
Situating and Derivatively on Behalf of Nominal
Defendant ABAXIS, INC.,

Plaintiff,

v.

CLINTON H. SEVERSON, ALBERTO R.
SANTA INES, KENNETH P. ARON,
VLADIMIR E. OSTOICH, DONALD P.
WOOD, MARTIN V. MULROY, RICHARD J.
BASTIANI, MICHAEL D. CASEY, HENK J.
EVENHUIS, PRITHIPAL SINGH, VERNON
E. ALTMAN, AND ERNEST S. TUCKER,

Defendants,

and

ABAXIS, INC.

Nominal Defendant.

CASE NO. 12-CV-05086-YGR

**DECLARATION OF ERIC L. ZAGAR IN
SUPPORT OF MOTION FOR
PRELIMINARY APPROVAL OF
SETTLEMENT**

1 I, ERIC L. ZAGAR, declare as follows:

2 1. I am a partner of the law firm of Kessler Topaz Meltzer & Check, LLP (“Kessler
3 Topaz”), which, along with Saxena White, P.A. (“Saxena White”), is counsel for Plaintiff St. Louis
4 Police Retirement System (“Plaintiff”) in the above-captioned action (the “Action”). I have
5 personal knowledge of the matters stated herein based on my active participation in all material
6 aspects of the prosecution of this Action. If called upon, I could and would competently testify that
7 the following facts are true and correct.

8 2. I make this declaration in support of Plaintiff’s motion for preliminary approval of
9 the proposed settlement of the Action.

10 3. Attached hereto as Exhibit 1 is a true and correct copy of the January 16, 2014,
11 Stipulation of Settlement (the “Stipulation”) in the Action. Attached as Exhibits A – C of the
12 Stipulation are true and correct copies of the:

- 13 a. [Proposed] Order Preliminarily Approving Settlement and Providing for
14 Notice;
- 15 b. Notice of Pendency of Class and Derivative Action, Proposed Settlement of
16 Class and Derivative Action and Settlement Hearing and Right to Appear;
17 and
- 18 c. Final Order and Judgment.

19 4. Attached hereto as Exhibit 2 is a true and correct copy of the firm biography of
20 Kessler Topaz.

21 5. Attached hereto as Exhibit 3 is a true and correct copy of the firm biography of
22 Saxena White.

23 6. Attached hereto as Exhibit 4 is a true and correct copy of an article entitled Global
24 20: Gibson Dunn, *available at* [http://www.gibsondunn.com/publications/Documents/GDC-](http://www.gibsondunn.com/publications/Documents/GDC-Global20-8-13-13.pdf)
25 [Global20-8-13-13.pdf](http://www.gibsondunn.com/publications/Documents/GDC-Global20-8-13-13.pdf) (last visited on Jan. 17, 2014).

26 7. Attached hereto as Exhibit 5 is a true and correct copy of relevant portions of the
27 Stipulation of Settlement in *In re Rambus Inc. Deriv. Litig.*, No. 06-3513-JF-HRL (N.D. Cal.).
28

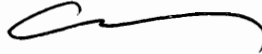
1 8. Attached hereto as Exhibit 6 is a true and correct copy of relevant portions of the
2 Stipulation of Settlement and Order and Final Judgment in *Bacas v. Way*, No. 07-0456-MH (S.D.
3 Tex.).

4 9. Attached hereto as Exhibit 7 is a true and correct copy of the Findings of Fact in
5 Support of Order and Final Judgment approving the settlement in *City of Pontiac Gen. Employees'*
6 *Ret. Sys. v. Langone*, No. 2006-cv-122304, (Fulton County, Ga.).

7 10. Attached hereto as Exhibit 8 is a true and correct copy of the Order Preliminarily
8 Approving Derivative Settlement and Providing for Notice in *In re Sanmina-SCI Corp. Deriv.*
9 *Litig.*, No. 06-03783-JF, (N.D. Cal.).

10 11. Plaintiff has not been promised, nor has it received or will it receive, any payment
11 for its role in connection with the prosecution and settlement of the Action.

12 I declare under penalty of perjury under the laws of the United States of America that the
13 foregoing is true and correct. Executed this 17th day of January, 2014.

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16 _____
Eric L. Zagar